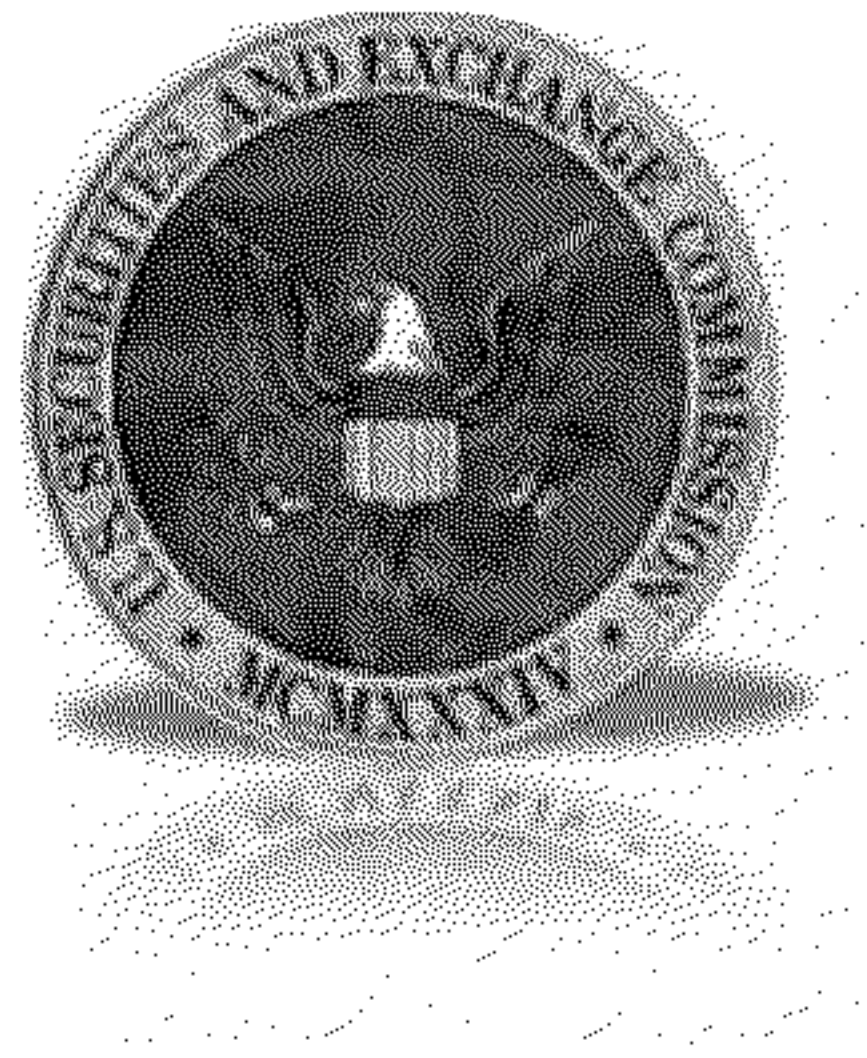


To: Zornow, David M (David.Zornow@skadden.com)[David.Zornow@skadden.com]
Cc: Thompson, Duane[ThompsonD@SEC.GOV]; Norman, Donna K.[NormanD@SEC.GOV];
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From: Carlson, James
Sent: 2018-05-08T16:37:41-04:00
Importance: Normal
Subject: SEC v. Rashid -- Draft Declaration of Gary Enzor
Received: 2018-05-08T16:37:43-04:00
Draft Gary Enzor Declaration 050818.docx

David,

Attached is the draft declaration we discussed. Please feel free to contact me with any questions or concerns.

Regards,
Jim



James M. Carlson
Assistant Chief Litigation Counsel

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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

v.

MOHAMMED ALI RASHID,

Defendant.

No. 17-cv-8223 (PKC)

DECLARATION OF GARY ENZOR

I, Gary Enzor, pursuant to 28 U.S.C. §1746, declare as follows:

1. I am over 18 years of age and I am a United States citizen residing in Nashville, Tennessee. I currently am the Chairman of the Board and Chief Executive Officer of Quality Distribution, Inc. (“QDI”), a publicly traded company headquartered in Tampa, Florida.

2. I make this Declaration based upon personal knowledge, information and belief. To the extent that there are assertions herein concerning dates and numbers, they are approximate, based upon my best information and recollection.

3. In or about November 2004, I became the Chief Operating Officer and Executive Vice President of QDI, a chemical bulk tank trucking and chemical tank container company headquartered in Tampa, Florida. In or about July 2005, in addition to my role as Chief Operating Officer, I became President of QDI. In 2007, I became Chief Executive Officer of QDI. In 2008, in addition to my role as President of QDI, I became a Board member of QDI. In

2013, I became Chairman of the QDI Board of Directors and since that time I have remained Chairman and CEO of QDI.

4. When I joined QDI in November 2004, it was a publicly traded corporation and Apollo Investment Fund III, L.P., which was managed by private equity firm Apollo Global Management LLC (“Apollo”), was its majority shareholder. As the largest shareholder, Apollo controlled three of the eight QDI director positions.

5. In or about June 2005, Defendant Mohammed Ali Rashid (“Rashid”), then an Apollo partner, became a member of the QDI Board of Directors. Rashid remained on the QDI Board until Apollo exited its ownership position in QDI in early 2013. At all times from June 2005 through middle 2013, while Rashid was a director of QDI, it was a publicly traded company.

6. In or about January 2013, Rashid knew that I was going to be in New Orleans for the Super Bowl that year. Rashid told me that he had tickets to the Super Bowl because one of his friends was an executive with the San Francisco 49ers, which was one of the teams playing in the game. Rashid asked me if I had any leads on getting hotels in New Orleans for the Super Bowl weekend. I believe he ultimately obtained lodging on his own.

7. On or about February 3, 2013, QDI hosted a brunch for its legal counsel and other business associates in New Orleans before the 2013 Super Bowl. Because Rashid was in town, I invited him to attend, and Rashid brought a woman to that event.

8. QDI did not ask or invite Rashid to come to New Orleans in February 2013, and there was no QDI-related business reason for Rashid to fly to New Orleans the weekend of the 2013 Super Bowl. As such, to the best of my knowledge Rashid’s trip to the 2013 Super Bowl was not a QDI-related business expense.

9. From 2010 through 2013, to the best of my recollection I only had lunch with Rashid in New York once without other members of the QDI management team or board being present. We ate at a Sushi restaurant close to Apollo's New York office.

10. From 2010 through 2013, to the best of my recollection, I have never had dinner alone with Rashid.

11. From 2010 through 2013, I attended a number of dinners attended by Rashid and other QDI officers and directors. These dinners were always in conjunction with Board meetings or roadshows connected with public offerings.

12. If I attended a business dinner with members of the QDI Board while I was CEO and Chairman of the Board, it was QDI's practice to pay the bill and submit it to the QDI accounting department for reimbursement. It would have been atypical for a QDI director to pay for a meal when I was present.

13. I do not recall Rashid ever paying for a dinner I attended.

14. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner at Brother Jimmy's with Rashid and other members of the QDI management team in New York City on April 3, 2010. My expense reports do not indicate I was in New York on April 3, 2010. I have never eaten at Brother Jimmy's in New York City.

15. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner at the Cooper Square Hotel with Rashid in New York City on April 9, 2010. My expense reports do not indicate I was in New York on April 9, 2010. I am not familiar with the Cooper Square Hotel in New York City.

16. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner at Peter Luger with Rashid in New York City on July 28, 2010. My expense reports do not indicate I was in New York on July 28, 2010. I have never eaten at Peter Luger in New York City.

17. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner with Rashid in New York City on August 14, 2010. My expense reports do not indicate I was in New York on August 14, 2010.

18. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner with Rashid and other members of the QDI management team in New York City on October 20, 2010. My expense reports do not indicate I was in New York on October 20, 2010.

19. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have drinks with Rashid and other members of QDI management in New York City on October 22, 2010. My expense reports do not indicate I was in New York on October 22, 2010.

20. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner with Rashid in New York City on December 11, 2010. My expense reports do not indicate I was in New York on December 11, 2010.

21. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner with Rashid and other members of the QDI management team in New York City on February 26, 2011. My expense reports do not indicate I was in New York on February 26, 2011.

22. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner with Rashid in New York City on April 1, 2011. My calendars and expense reports do not indicate I was in New York on April 1, 2011.

23. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner with Rashid in New York City on April 24, 2011. My calendars and expense reports do not indicate I was in New York on April 24, 2011.

24. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner with Rashid in New York City on June 8, 2011. My calendars and expense reports do not indicate I was in New York on June 8, 2011.

25. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner with Rashid in New York City on July 9, 2011. My calendars and expense reports do not indicate I was in New York on July 9, 2011.

26. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner with Rashid in New York City on July 30, 2011. My calendars and expense reports do not indicate I was in New York on July 30, 2011.

27. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner with Rashid and other members of the QDI management team in New York City on September 1, 2011. My calendars and expense reports do not indicate I was in New York on September 1, 2011.

28. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner with Rashid and other members of the QDI management team in New York City on April 21, 2012. My calendars and expense reports do not indicate I was in New York on April 21, 2012.

29. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner with Rashid in New York City on April 27, 2012. My calendars and expense reports do not indicate I was in New York on April 27, 2012.

30. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner with Rashid and other members of the QDI management team in New York City on August 14, 2012. My calendars and expense reports do not indicate I was in New York on August 14, 2012.

31. Gerald Detter was an officer and director of QDI from June 2005 through May 2008, when he retired. Bo Leslie was Executive Vice President of QDI from January 1999 through January 2008, when he left QDI. Denny Copeland was the Senior Vice President of QDI from 2001 through January 2010. He also served as Chief Administrative Officer from March 2009 through January 2010. Mr. Copeland's separation agreement provided for him to receive severance and consulting fees through February 2013, however he did not attend QDI management meetings in 2012. Thomas Finkbiner was the President and Chief Executive Officer of QDI from November 1999 through June 6, 2005, when he left QDI.

32. In August 2012, Messrs. Detter, Leslie, Copeland, and Finkbiner were not employees of QDI and would not have been having a business dinner with the then-current QDI management team and Rashid in New York City.

33. I have personally reviewed my QDI and personal calendars and related travel expense documentation, and I did not have dinner with Rashid and other members of the QDI management team in New York City on February 14, 2013. My personal calendar and my expenses show that I had dinner on February 14, 2013 (Valentine's Day) at the Tampa Palms

Country Club with my wife. *See* Attachment A hereto, which is the receipt for my February 14, 2013 dinner with my wife in Tampa, Florida.

34. QDI has no business operations in Hawaii. There was never a business reason for Rashid to be in Hawaii on behalf of or in any way to benefit QDI.

35. I have never received ties, shirts, electronics, gift cards or any other gifts from Rashid.

36. I have never received ties, shirts, electronics, gift cards or any other gifts from any individual Apollo employee other than Tom White, who sent me a wedding gift.

Pursuant to 28 U.S.C. §1746, I, Gary Enzor, declare under penalty of perjury that the foregoing is true and correct.

Executed on May ____, 2018 at

_____, _____

Gary Enzor